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December 2, 2002

Mr. Dan Pozefsky
Arizona Residential Utility Consumer Office
1110 W. Washington Street
Suite 220
Phoenix, Arizona 85007

RE: In Re the Matter of Qwest Corporation's Compliance with Section 252(e)
Docket No. RT-00000F-02-0271

Dear Mr. Pozefsky:

Enclosed is Eschelon Telecom Inc.'s Response to RUCO's 19th Set of Data Requests in connection with the above-referenced matter.

Please feel free to contact me with any questions.

Sincerely,

Kim K. Wagner
Senior Legal Secretary
Eschelon Telecom, Inc.
(612) 436-6225

Enclosures

cc: Arizona Corporation Commission

Arizona Corporation Commission
DOCKETED

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BEFORE THE ARIZONA CORPORATION COMMISSION

WILLIAM A. MUNDELL

Chairman

JIM IRVIN

Commissioner

MARC SPITZER

Commissioner

IN THE MATTER OF QWEST
CORPORATION'S COMPLIANCE WITH
SECTION 252(e) OF THE
TELECOMMUNICATIONS ACT OF 1996

Docket No. RT-00000F-02-0271

**ESCHELON TELECOM'S RESPONSE TO
RUCO'S NINETEENTH SET OF DATA REQUESTS**

Date of Response: December 2, 2002

Eschelon Telecom of Arizona, Inc. (Eschelon) submits the following objections and responses to the Data Request Numbers 19.1 and 19.2 submitted by the Residential Utility Consumer Office ("RUCO"):

GENERAL OBJECTIONS TO ALL DATA REQUESTS

1. Eschelon objects to the Requests to the extent that they are vague, over-broad and/or unduly burdensome.
2. Eschelon objects to the Requests to the extent they seek information subject to the attorney-client privilege, work product doctrine, or any other privilege recognized by the State of Arizona and information that is trade secret, confidential, sensitive, competitive in nature or proprietary.
3. Eschelon objects to the Requests to the extent that they seek information that is not relevant or reasonably calculated to lead to the discovery of admissible evidence.
4. Eschelon objects to the Requests to the extent that they seek a legal conclusion.

RESPONSES

Subject to, and without waiving, the foregoing objections, Eschelon provides the following Responses.

19.1 Q. Please identify any conversations that Qwest attorneys Laura (sic) Korneffel and/or Jim Gallegos had with any Eschelon employee (including attorneys) regarding the filing of the following agreements. Who at Qwest told Eschelon that agreements resolving disputes and certain purchase agreements did not have to be filed. When was it said and to whom?

1. Confidential Amendment to Confidential/Trade Secret Stipulation executed by Qwest and Eschelon on November 15, 2000.
2. Confidential Purchase Agreement between Eschelon and Qwest executed on November 15, 2000.
3. Seventh Amendment to the Interconnection Agreement between Eschelon USA and Qwest Corporation dated November 15, 2000 and filed in Arizona on November 15, 2000.
4. The Confidential Letter Agreement executed by Qwest and Eschelon on November 15, 2000.
5. Confidential Billing Settlement Agreement executed by Qwest and Eschelon on November 15, 2000.

RESPONSE:

Eschelon has filed correspondence, e-mails and other documents in response to previous RUCO requests that may touch upon such conversations in some respect and hereby incorporates those documents into this response to the extent that they are relevant.

The agreements referenced were discussed and negotiated over two years ago and involved scores of meetings, conference calls, and telephone conversations which took place over a period of time and involved conversations between several people from both Qwest and Eschelon. Given those circumstances it is difficult to reconstruct specific conversations and state with certainty the time, place, participants and nature of each conversation. Subject to that objection, it is Mr. Smith's best recollection that the individuals at Qwest who, in conversations with Eschelon, told Eschelon that agreements resolving disputes and certain purchase agreements did not have to be filed were Audrey McKenney and Jim Gallegos. Among others who may have been present or involved in the conversations on behalf of Qwest would have been Laurie Korneffel, and Freddi Pennington.

Similar conversations were had with, and assurances and statements concerning the absence of a necessity to file certain agreements had been made by Qwest Attorneys Kevin Seville and Darrell Swett on behalf of Qwest/US West at the time of the settlement agreements made between Qwest and CLECs, including Eschelon, in conjunction with regulatory approval of the merger of Qwest and US West in Minnesota, in the spring and summer of 2000.

19.1 Q. Did any attorney at Eschelon ask Qwest why only certain purchase agreements did not have to be filed? If so, please identify the Eschelon attorney, what was said by that attorney, to whom it was said, what was Qwest's response and when it was said.

RESPONSE: Eschelon objects to the question as being vague and the reference to "purchase agreements" as being unclear and undefined. Without waiving its objection, Eschelon states that it is not aware of any attorney at Eschelon specifically asking Qwest the question "why only certain purchase agreements did not have to be filed" in the context of these agreements. Once the initial conversations referenced above on the subject took place and Qwest announced its determination that particular types of agreements need not be filed, future conversations and drafting of agreements were predicated on that determination. Eschelon was operating under the good faith understanding that the obligation to file interconnection agreements belonged to Qwest, which had the duty to refrain from discrimination under the Act. Therefore, given Qwest's insistence, Eschelon left the determination of the structure of the agreements and the requirement to file up to Qwest.

19.2 Q. Who else was present during the summer of 2000 negotiations when Audrey McKenney told Richard Smith that Qwest's arrangement with Eschelon would have to be "unique" so other carriers would not be able to get the same agreement?

RESPONSE: Eschelon has filed correspondence, e-mails and other documents in response to previous RUCO requests that may touch upon such conversations in some respect and hereby incorporates those documents into this response to the extent that they are relevant.

Those present when Ms. McKenney made the statement included Qwest attorney Jim Gallegos, Jeff Oxley of Eschelon and possibly others.

19.2 Q. Did any other Qwest employee make the same or similar representations as Mrs. McKenney to an Eschelon employee at any time? If so to whom, when and what was said.

RESPONSE: Eschelon notes that the agreements referenced were discussed and negotiated over two years ago and involved scores of meetings, conference calls, and telephone conversations which took place over a period of time and involved conversations between several people from both Qwest and Eschelon. Given those circumstances it is difficult to reconstruct specific conversations and state with certainty the time, place, participants and nature of each conversation. Subject to that objection, it is the recollection of those involved for Eschelon that other Qwest employees did make similar statements from time to time in the context of conversations involving the negotiations during the weeks leading up

to the November 15, 2000 agreement date. Others participating in the discussions for Qwest included Jim Gallegos, Laurie Korneffel, Judy Tinkham, and Freddi Pennington.

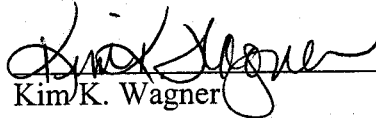
Questions concerning these responses may be directed to:

J. Jeffrey Oxley
Vice President-General Counsel
Eschelon Telecom, Inc.
730 Second Avenue South, Suite 1200
Minneapolis, MN 55402
612-436-6692

CERTIFICATE OF SERVICE

I certify that copies of **Eschelon Telecom, Inc.'s Response to RUCO's 19th Set of Data Requests** in Docket No. RT-00000F-02-0271, were sent by U.S. Mail on December 2, 2002 to Mr. Dan Pozefsky, Arizona Residential Utility Consumer Office, 1110 West Washington Street, Suite 220, Phoenix, Arizona 85007.

Executed on December 2, 2002 in Minneapolis, Minnesota.

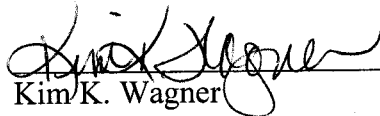


Kim K. Wagner

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